FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549 0 6 2004

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB NUMBER:

3235-0076

Expires:

DE

May 31, 2005

Estimated average burden

hours per response......1.00

	SEC USE ONLY	
Prefix	Serial	
	DATE RECEIVED	
1		

Name of Offering (□ check if this is an amendment and name has chan	ged, and indicate char	nge.)	
Series A Convertible Preferred Stock			
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Ru	e 505 Rule 506	☐ Section 4(6) ☐ ULOE	
Type of Filing: ■ New Filing □ Amendment			
A. B	ASIC IDENTIFICA	TION DATA	
Enter the information requested about the issuer			_ 0403 <i>7</i> 094 _
Name of Issuer (□ check if this is an amendment and name has changed	, and indicate change	.)	_
Mixed Signals, Inc.			
Address of Executive Offices (Number and Street, City, State, Zip	Code)	Telephone Number	(Including Area Code)
12910 Culver Boulevard, Suite B, Los Angeles, CA 90066		310-574-4612	
Address of Principal Business Operations (if different from Executive Offices) (Number and Str	et, City, State, Zip C	ode) Telephone Number	(Including Area Code)
Brief Description of Business:			
			PROCESSED
Type of Business Organization			11.1. O O 2001
•	ship, already formed	☐ other (please spec	cify): JUL 0 9 2004.
· · · · · · · · · · · · · · · · · · ·	ship, to be formed		
Month Yo	_		FINANCIAL
Actual or Estimated Date of Incorporation or Organization 03 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Po		☐ Estimated on for State:	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2. Enter the information requested for t	he following:				
 Each promoter of the issuer, if 		· ·	-		
	-		•		ass of equity securities of the issuer;
Each executive officer and directions Each executiv			general and managing pa	rtners of partners	hip issuers; and
Each general and managing pa	ruier of partnersi				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Conley, Eric T.					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
Dudition of Monadine Laurence	(i various and c	, a co, city, ctate, 22p co	uu,		
c/o Mixed Signals, Inc., 12910 Culver B	oulevard, Suite	B, Los Angeles, CA 900)66		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Campagna, Jon J. Business or Residence Address	(Niumbos and 6	Street, City, State, Zip Co	da)		
business of Residence Address	(Number and S	sueet, City, State, Zip Co	ue)		
c/o Mixed Signals, Inc., 12910 Culver B	oulevard, Suite	B, Los Angeles, CA 900	066		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		<u></u>			
•					
King, Chris					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)		
c/o Mixed Signals, Inc., 12910 Culver Bo	oulevard, Suite	B. Los Angeles, CA 900)66		
c/o Mixed Signals, Inc., 12910 Culver Be Check Box(es) that Apply:				■ Director	□ General and/or Managing Partner
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	Executive Officer	■ Director	☐ General and/or Managing Partner
				■ Director	☐ General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, if individual) Newnam, Scott	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, if individual)	☐ Promoter		☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, if individual) Newnam, Scott Business or Residence Address	☐ Promoter (Number and Section 2)	☐ Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, if individual) Newnam, Scott Business or Residence Address c/o Mixed Signals, Inc., 12910 Culver Box	☐ Promoter (Number and Soulevard, Suite	☐ Beneficial Owner treet, City, State, Zip Coc B, Los Angeles, CA 906	□ Executive Officer		
Check Box(es) that Apply: Full Name (Last name first, if individual) Newnam, Scott Business or Residence Address c/o Mixed Signals, Inc., 12910 Culver Both Check Box(es) that Apply:	☐ Promoter (Number and Section 2)	☐ Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner ☐ General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, if individual) Newnam, Scott Business or Residence Address c/o Mixed Signals, Inc., 12910 Culver Box	☐ Promoter (Number and Soulevard, Suite	☐ Beneficial Owner treet, City, State, Zip Coc B, Los Angeles, CA 906	□ Executive Officer		
Check Box(es) that Apply: Full Name (Last name first, if individual) Newnam, Scott Business or Residence Address c/o Mixed Signals, Inc., 12910 Culver Both Check Box(es) that Apply:	☐ Promoter (Number and Signater oulevard, Suite) ☐ Promoter	□ Beneficial Owner treet, City, State, Zip Coc B, Los Angeles, CA 900 Beneficial Owner	□ Executive Officer le) 666 □ Executive Officer		
Check Box(es) that Apply: Full Name (Last name first, if individual) Newnam, Scott Business or Residence Address c/o Mixed Signals, Inc., 12910 Culver Both Check Box(es) that Apply: Full Name (Last name first, if individual)	☐ Promoter (Number and Signater oulevard, Suite) ☐ Promoter	☐ Beneficial Owner treet, City, State, Zip Coc B, Los Angeles, CA 906	□ Executive Officer le) 666 □ Executive Officer		
Check Box(es) that Apply: Full Name (Last name first, if individual) Newnam, Scott Business or Residence Address c/o Mixed Signals, Inc., 12910 Culver Both Check Box(es) that Apply: Full Name (Last name first, if individual) GoldPocket Interactive, Inc. Business or Residence Address	☐ Promoter (Number and Signature) ☐ Promoter (Number and Signature)	□ Beneficial Owner treet, City, State, Zip Coc B, Los Angeles, CA 900 Beneficial Owner Street, City, State, Zip Coc	□ Executive Officer le) 666 □ Executive Officer		
Check Box(es) that Apply: Full Name (Last name first, if individual) Newnam, Scott Business or Residence Address c/o Mixed Signals, Inc., 12910 Culver Botheck Box(es) that Apply: Full Name (Last name first, if individual) GoldPocket Interactive, Inc. Business or Residence Address 12910 Culver Boulevard, Suite B, Los A	(Number and Stoulevard, Suite Promoter (Number and Stoulevard, Suite) (Number and Stoulevard, Suite)	□ Beneficial Owner treet, City, State, Zip Coc B, Los Angeles, CA 900 Beneficial Owner Street, City, State, Zip Coc 666	□ Executive Officer le) 66 □ Executive Officer de)	□ Director	☐ General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, if individual) Newnam, Scott Business or Residence Address c/o Mixed Signals, Inc., 12910 Culver Both Check Box(es) that Apply: Full Name (Last name first, if individual) GoldPocket Interactive, Inc. Business or Residence Address 12910 Culver Boulevard, Suite B, Los A Check Box(es) that Apply:	☐ Promoter (Number and Signature) ☐ Promoter (Number and Signature)	□ Beneficial Owner treet, City, State, Zip Coc B, Los Angeles, CA 900 Beneficial Owner Street, City, State, Zip Coc	□ Executive Officer le) 666 □ Executive Officer		
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Check Box(es) that Apply: Full Name (Last name first, if individual) Newnam, Scott Business or Residence Address c/o Mixed Signals, Inc., 12910 Culver Bo Check Box(es) that Apply: Full Name (Last name first, if individual) GoldPocket Interactive, Inc. Business or Residence Address 12910 Culver Boulevard, Suite B, Los A Check Box(es) that Apply: Full Name (Last name first, if individual)	☐ Promoter (Number and Soulevard, Suite ☐ Promoter (Number and Soungeles, CA 900) ☐ Promoter	□ Beneficial Owner treet, City, State, Zip Coc B, Los Angeles, CA 900 Beneficial Owner Street, City, State, Zip Coc 666	□ Executive Officer Description	□ Director	☐ General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, if individual) Newnam, Scott Business or Residence Address c/o Mixed Signals, Inc., 12910 Culver Be Check Box(es) that Apply: Full Name (Last name first, if individual) GoldPocket Interactive, Inc. Business or Residence Address 12910 Culver Boulevard, Suite B, Los A Check Box(es) that Apply: Full Name (Last name first, if individual) RRE Ventures II, L.P. Business or Residence Address	(Number and Soulevard, Suite Promoter (Number and Soungeles, CA 900) Promoter	□ Beneficial Owner treet, City, State, Zip Coc B, Los Angeles, CA 900 Beneficial Owner Greet, City, State, Zip Coc 666 Beneficial Owner	□ Executive Officer Description	□ Director	☐ General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, if individual) Newnam, Scott Business or Residence Address c/o Mixed Signals, Inc., 12910 Culver Be Check Box(es) that Apply: Full Name (Last name first, if individual) GoldPocket Interactive, Inc. Business or Residence Address 12910 Culver Boulevard, Suite B, Los A Check Box(es) that Apply: Full Name (Last name first, if individual) RRE Ventures II, L.P. Business or Residence Address 126 East 56th Street, New York, NY 100	☐ Promoter (Number and Soulevard, Suite) ☐ Promoter (Number and Soungeles, CA 900) ☐ Promoter (Number and Soungeles, CA 900) ☐ Promoter	□ Beneficial Owner treet, City, State, Zip Coc B, Los Angeles, CA 900 Beneficial Owner Street, City, State, Zip Coc Beneficial Owner Street, City, State, Zip Coc Street, City, State, Zip Coc Street, City, State, Zip Coc	Executive Officer Decomposition Decompositi	□ Director □ Director	☐ General and/or Managing Partner ☐ General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, if individual) Newnam, Scott Business or Residence Address c/o Mixed Signals, Inc., 12910 Culver Be Check Box(es) that Apply: Full Name (Last name first, if individual) GoldPocket Interactive, Inc. Business or Residence Address 12910 Culver Boulevard, Suite B, Los A Check Box(es) that Apply: Full Name (Last name first, if individual) RRE Ventures II, L.P. Business or Residence Address	(Number and Soulevard, Suite Promoter (Number and Soungeles, CA 900) Promoter	□ Beneficial Owner treet, City, State, Zip Coc B, Los Angeles, CA 900 Beneficial Owner Greet, City, State, Zip Coc 666 Beneficial Owner	□ Executive Officer Description	□ Director	☐ General and/or Managing Partner

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

(Number and Street, City, State, Zip Code)

RRE Venture Fund II, L.P.

Business or Residence Address

126 East 56th Street, New York, NY 10022

	B. INFORMATION ABOUT OFFERING		
		Yes	No
1	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		=
	Answer also in Appendix, Column 2, if filing under ULOE.		
2.	What is the minimum investment that will be accepted from any individual?	\$Yes	n/a No
3:	Does the offering permit joint ownership of a single unit?	165	NO -
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or	-	u
	similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full None	Name (Last name first, if individual) e		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	e of Associated Broker or Dealer	******	
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [A		_ [HI] _ [MS]	_ [ID] _ [MO]
_ [1	MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [OR]	_ [PA]
_ []		_ [WY]	_ [PR]
Full	name (Last name first, if individual)		
Busin	ness or Residence Address (Number and Street, City, State, Zip Code)	<u> </u>	
Nam	e of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_[A		_ [HI]	_ [ID]
_ [N		_ [MS] _ [OR]	_ [MO] _ [PA]
_ [F		_ [WY]	_ [PR]
Full	Name (Last name first, if individual)		
Busin	ness or Residence Address (Number and Street, City, State, Zip Code)		
Name	e of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [A] _ [l] _ [N] _ R] _	L] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>10,000,000</u>	\$_2,500,000
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	•	¢
	Total	\$ 10,000,000	\$ <u>2,500,000</u>
	Answer also in Appendix, Column 3, if filing under ULOE.	<u> </u>	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	3	\$ <u>2,500,000</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		3
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	_	\$
	Legal Fees	_	\$ 20,000
		•	
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total	•	\$20,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

The issuer has duly caused this notice to be signed by the undersigned do not undertaking by the issuer to furnish to the U.S. Securities and Exchangeneral con-accredited investor pursuant to paragraph (b)(2) of Rule 502.	not known, finents listed in C — Question ordered in this rissuer pursu	furnish an est must equal th 4.b above.	limate	Payments to Officers, Director & Affiliates \$;, 	Payments To Others \$ \$ \$ \$
Purchase of real estate	olved in this	s offering uant to a	n n	Officers, Director & Affiliates \$ \$ \$ \$ \$ \$		Others \$ \$
Purchase of real estate	olved in this	s offering uant to a	n n	\$ \$ \$	0	\$
Purchase, rental or leasing and installation of machinery and equipolation or leasing of plant buildings and facilities	olved in this	s offering uant to a	ם	\$ \$	0	
Construction or leasing of plant buildings and facilities	olved in this	s offering uant to a	ם	\$	0	\$ \$ \$
Acquisition of other business (including the value of securities invitat may be used in exchange for the assets or securities of another merger)	olved in this	s offering uant to a	0	\$		\$ \$
that may be used in exchange for the assets or securities of another merger)	issuer pursu	uant to a	D	\$ \$ \$		\$
Repayment of indebtedness Working capital and product development Other (specify):partial consideration for GoldPocket Interact Column Totals Total Payments Listed (column totals added) D. The issuer has duly caused this notice to be signed by the undersigned dn undertaking by the issuer to furnish to the U.S. Securities and Exchanon-accredited investor pursuant to paragraph (b)(2) of Rule 502.	•••••		D	\$ \$		
Working capital and product development Other (specify):partial consideration for GoldPocket Interaction Column Totals Total Payments Listed (column totals added) D. the issuer has duly caused this notice to be signed by the undersigned do undertaking by the issuer to furnish to the U.S. Securities and Excharon-accredited investor pursuant to paragraph (b)(2) of Rule 502.		•••••	_	\$	П	×.
Other (specify):			U	Ψ	_	\$ 6,480,000
Column Totals Total Payments Listed (column totals added) D. The issuer has duly caused this notice to be signed by the undersigned dn undertaking by the issuer to furnish to the U.S. Securities and Excharon-accredited investor pursuant to paragraph (b)(2) of Rule 502.	etisco Ima no	coto		\$_3,500,000	_	# 4,410,000
Column Totals Total Payments Listed (column totals added) D. the issuer has duly caused this notice to be signed by the undersigned da undertaking by the issuer to furnish to the U.S. Securities and Excharon-accredited investor pursuant to paragraph (b)(2) of Rule 502.	tive, me. as:	55015	•	\$_3,300,000		D
Column Totals Total Payments Listed (column totals added) D. the issuer has duly caused this notice to be signed by the undersigned described in undertaking by the issuer to furnish to the U.S. Securities and Excharon-accredited investor pursuant to paragraph (b)(2) of Rule 502.				\$	0	•
D. Total Payments Listed (column totals added) D. the issuer has duly caused this notice to be signed by the undersigned described in undertaking by the issuer to furnish to the U.S. Securities and Exchanon-accredited investor pursuant to paragraph (b)(2) of Rule 502.			_	\$ 3,500,000		\$ 6,480,000
the issuer has duly caused this notice to be signed by the undersigned datundertaking by the issuer to furnish to the U.S. Securities and Exchanon-accredited investor pursuant to paragraph (b)(2) of Rule 502.			•	<u> </u>	_	
the issuer has duly caused this notice to be signed by the undersigned do not undertaking by the issuer to furnish to the U.S. Securities and Exchange on-accredited investor pursuant to paragraph (b)(2) of Rule 502.			·····		\$_9,980,000	
n undertaking by the issuer to furnish to the U.S. Securities and Excharge on-accredited investor pursuant to paragraph (b)(2) of Rule 502.	FEDERAL :	SIGNATUI	RE			
n undertaking by the issuer to furnish to the U.S. Securities and Excharge on-accredited investor pursuant to paragraph (b)(2) of Rule 502.						
suer (Print or Type) Signature				Date		
lized Signals, Inc.		•		July 1, 2004		
ame of Signer (Print or Type) Title of Signer	== 1	Hen				
hris King Secretary	Print or Typ					

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)